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Attorneys for Plaintiffs WELLS FARGO BANK, N.A., as Trustee  
 for (i) the Registered Holders of GE Commercial Mortgage  
 Corporation Commercial Mortgage Pass-Through Certificates,  
 Series 2005-C4; (ii) the Registered Holders of GMAC Commercial  
 Mortgage Securities, Inc., Mortgage Pass-Through Certificates,  
 Series 2006-C1; and (iii) the Holders of COMM 2005-FL11  
 Commercial Mortgage Pass-Through Certificates, acting by and  
 through CWC Capital Asset Management, LLC, its Special Servicer

UNITED STATES DISTRICT COURT  
 NORTHERN DISTRICT OF CALIFORNIA

WELLS FARGO BANK, N.A.,  
 as Trustee, etc.,

Plaintiffs,

v.

DDR MDT MV ANAHEIM HILLS LP, etc.,  
 et al.,

Defendant.

CASE NO. CV 10-3493 EMC xxx

**DECLARATION OF WILLIAM HOFFMAN  
 IN SUPPORT OF MOTION AND MOTION  
 FOR ORDERS:**

- (1) **APPROVING OF RECEIVER'S FINAL ACCOUNTING;**
- (2) **APPROVING OF RECEIVER'S FINAL FEES AND EXPENSES;**
- (3) **DISCHARGING RECEIVER;**
- (4) **EXONERATING RECEIVER'S BOND;**
- (5) **APPROVING TURNOVER OF BOND;**
- (6) **RATIFYING ACTS OF RECEIVER**

Date: February 28, 2013  
 Time: 1:30 p.m.  
 Place: 450 Golden Gate Avenue  
 San Francisco, California  
 Courtroom 5, 17th Floor

I, William Hoffman, declare:

1. If called upon to testify as to the matters set forth in this declaration, I could and would competently testify thereto as the facts set forth herein are personally known to me to be true.

2. I am the Court appointed receiver ("Receiver") in the above-entitled action. I make this declaration in support of this Motion for Orders: (1) Approving of Receiver's Final Accounting; (2) Approving of Receiver's Final Fees And Expenses; (3) Discharging Receiver;

(4) Exonerating Receiver's Bond; (5) Approving Turnover of Receivership Funds; and (6) Ratifying Acts of Receiver (the "Motion"). The facts set forth in this declaration are true of my own personal knowledge unless otherwise indicated, and, if called as a witness, I could and would competently testify thereto.

**A. The Complaint and Receivership Order and Receiver Certificates**

3. On August 9, 2010, Plaintiffs Wells Fargo Bank, N.A., as Trustee for (i) the Registered Holders of GE Commercial Mortgage Corporation Commercial Mortgage Pass-Through Certificates, Series 2005-C4; (ii) the Registered Holders of GMAC Commercial Mortgage Securities, Inc., Mortgage Pass-Through Certificates, Series 2006-C1; and (iii) the Holders of COMM 2005-FL11 Commercial Mortgage Pass-Through Certificates, acting by and through CWC Capital Asset Management, LLC, its Special Servicer (collectively, "Trusts" or "Plaintiffs") filed its Complaint for Specific Performance and the Appointment of Receiver. Thereafter, pursuant to the terms of that certain Stipulation for Ex Parte Appointment of Receiver entered into between Plaintiffs and Defendants DDR MDT MV Anaheim Hills LP, DDR MDT MV Antioch LP, DDR MDT MV Chandler LLC, DDR MDT MV Chino LP, DDR MDT MV Clovis LP, DDR MDT MV Deer Valley LLC, DDR MDT MV Folsom LP, DDR MDT MV Foothill Ranch LP, DDR MDT MV Garden Grove LP, DDR MDT MV Ingram LP, DDR MDT MV Lompoc LP, DDR MDT MV Madera LP, DDR MDT MV North Fullerton I LP, DDR MDT MV Palmdale LP, DDR MDT MV Redding LP, DDR MDT MV Reno LLC, DDR MDT MV Santa Maria LP, DDR MDT MV Santa Rosa LP, DDR MDT MV Silver Creek LLC, DDR MDT MV Slatten Ranch LP, DDR MDT MV Sonora LP, DDR MDT MV Superstition Springs LLC, DDR MDT MV Tucson LLC, DDR MDT MV Tulare LP, DDR MDT MV West Las Vegas LLC, each, a Delaware limited partnership or a Delaware limited liability company, as indicated, and DDR MDT MV Burbank LP, each, a Delaware limited partnership which was filed in the above-entitled action on August 11, 2010, that certain Order Appointing Receiver Ex Parte and Preliminary Injunction in Aid of Receiver was filed on August 24, 2010 ("Receivership Order"), a true and correct copy of which is attached hereto as Exhibit 1, pursuant to which I was appointed as Receiver. Thereafter, on August 24, 2010, I filed my Oath as Receiver and on August 26, 2010, I filed my bond as Receiver in the amount of

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1 \$300,000 ("Receiver Bond").

2 4. Thereafter, the Receivership Order was filed in the United States District  
3 Court for the Eastern District of California, the United States District Court for the Central District  
4 of California, the United States District Court for the Western District of Texas, the United States  
5 District Court for the District of Arizona, the United States District Court for the District of Nevada  
6 (Reno) and the United States District Court for the District of Nevada (Las Vegas).

7 5. Subsequent to the filing of the Receivership Order, the Receiver took  
8 possession of the various real properties described in Schedule A attached hereto and incorporated  
9 herein by this reference as though set forth in full.

10 **B. The Trustee's Sales**

11 6. Subsequent to the entry of the Receivership Order, the Trusts conducted  
12 various trustee's sales with respect to the real properties which are described on Schedule B attached  
13 hereto and incorporated herein by this reference as though set forth in full, which sets forth the date  
14 of each of the trustee's sales conducted on the real properties over which I was appointed as  
15 Receiver pursuant to the Receivership Order.

16 **C. The Receiver's Final Accounting**

17 7. Attached hereto as Exhibit 2 is a Final Accounting Statement (the "Final  
18 Accounting"), which the Receiver prepared and sets forth all the cash collected by the Receiver and  
19 all expenditures made by the Receiver from August 24, 2010 through December 3, 2012.

20 8. Attached hereto as Exhibit 3 are invoices generated by the Receiver that  
21 include time records setting forth all the fees and expenses incurred by the Receiver from  
22 August 24, 2010 through December 31, 2012. I have reviewed these time records and can state the  
23 time records reflect the activities and time expended and costs incurred by the Receiver and his staff  
24 in connection with the above-entitled action. The total amount of fees and costs the Receiver has  
25 incurred administering this receivership estate as set forth in Exhibit 3 are \$62,103.75 and  
26 \$102,002.48, respectively.

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1           9.       As set forth in the Proof of Service served and filed herewith, the Receiver  
 2 understands that the Trusts have served the Notice of this Motion on every person or entity known  
 3 who may have a substantial and unsatisfied claim that will be affected by the order sought by this  
 4 Motion, whether or not that person or entity is a party to this action or has appeared in this action.  
 5 The names of the persons and entities described on same Proof of Service were provided by the  
 6 Receiver to the Trusts' counsel in the above-entitled action. However, by serving the Notice of  
 7 Motion on the individuals and entities listed on the Proof of Service, the Receiver does not concede  
 8 the validity of any claims, and does not believe that there are any valid unsatisfied claims.

9           10.     Based on the foregoing, the Receiver requests the Court enter an order in the  
 10 form attached as Exhibit 2 to the Notice of this Motion and entitled (Proposed) Order Granting  
 11 Motion for Orders: (1) Approving of Receiver's Final Accounting; (2) Approving of Receiver's  
 12 Final Fees And Expenses; (3) Discharging Receiver and Receiver Certificates; (4) Exonerating  
 13 Receiver's Bond; (5) Approving Turnover of Receivership Funds; and (6) Ratifying Acts of  
 14 Receiver.

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1 I declare under penalty of perjury under the laws of the United States of America that  
2 the foregoing is true and correct.

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4 DATED: January 21, 2013

  
WILLIAM HOFFMAN, Declarant

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**SCHEDULE A**

<b>Borrower</b>	<b>Store No.</b>	<b>Real Property Address</b>
DDR MDT MV Anaheim Hills LP	266	8100 East Santa Ana Canyon Blvd. Anaheim, CA
DDR MDT MV Antioch LP	011	2602 Somersville Rd. Antioch, CA
DDR MDT MV Burbank LP	236	2345 East Magnolia Blvd. Burbank, CA
DDR MDT MV Chandler LLC	154	2994 North Alma School Rd. Chandler, AZ
DDR MDT MV Chino LP	184	5517 Philadelphia St. Chino, CA
DDR MDT MV Clovis LP	216	1000 Shaw Ave. Clovis, CA
DDR MDT MV Deer Valley LLC	055	4255 W. Thunderbird Rd. Phoenix, AZ
DDR MDT MV Folsom LP	320	1010 East Bidwell St. Folsom, CA
DDR MDT MV Foothill Ranch LP	291	26732 Portola Pkwy. Foothill Ranch, CA
DDR MDT MV Garden Grove LP	085	13092 Harbor Blvd. Garden Grove, CA
DDR MDT MV Ingram LP	140	6157 Northwest Loop 410 San Antonio, TX
DDR MDT MV Lompoc LP	264	1600 North H St. Lompoc, CA
DDR MDT MV Madera LP	232	1467 Country Club Dr. Madera, CA
DDR MDT MV North Fullerton I LP	249	200 Imperial Hwy. Fullerton, CA

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Borrower	Store No.	Real Property Address
DDR MDT MV Palmdale LP	265	1305 West Rancho Vista Blvd. Palmdale, CA
DDR MDT MV Redding LP	124	1755 Hilltop Dr. Redding, CA
DDR MDT MV Reno LLC	318	6895 Sierra Center Pkwy. Reno, NV
DDR MDT MV Santa Maria, LP	219	201 Towncenter West Santa Maria, CA
DDR MDT MV Santa Rosa LP	034	600 Santa Rosa Plaza Santa Rosa, CA
DDR MDT MV Slatten Ranch LP	321	5849 Lone Tree Way Antioch, CA
DDR MDT MV Sonora LP	283	1151 Sanguinetti Rd. Sonora, CA
DDR MDT MV Superstition Springs LLC	234	6555 East Southern Ave. Mesa, AZ
DDR MDT MV Tucson LLC	103	3660 South 16th St. Tucson, AZ
DDR MDT MV Tulare LP	250	1675 Hillman St. Tulare, CA

**SCHEDULE B**

<b>Borrower</b>	<b>Store No.</b>	<b>Real Property Address</b>	<b>Foreclosure Sale Date</b>
DDR MDT MV Anaheim Hills LP	266	8100 East Santa Ana Canyon Rd. Anaheim, CA	August 30, 2012
DDR MDT MV Antioch LP	011	2602 Somersville Rd. Antioch, CA	August 30, 2012
DDR MDT MV Burbank LP	236	245 East Magnolia Blvd. Burbank, CA	August 30, 2012
DDR MDT MV Chandler LLC	154	2994 North Alma School Rd. Chandler, AZ	July 16, 2012
DDR MDT MV Chino LP	184	5517 Philadelphia St. Chino, CA	August 30, 2012
DDR MDT MV Clovis LP	216	1000 Shaw Ave. Clovis, CA	August 30, 2012
DDR MDT MV Deer Valley LLC	055	4255 W. Thunderbird Rd. Phoenix, AZ	July 16, 2012
DDR MDT MV Folsom LP	320	1010 East Bidwell St. Folsom, CA	October 4, 2012
DDR MDT MV Foothill Ranch LP	291	26732 Portola Pkwy. Foothill Ranch, CA	August 30, 2012
DDR MDT MV Garden Grove LP	085	13092 Harbor Blvd. Garden Grove, CA	August 30, 2012
DDR MDT MV Ingram LP	140	6157 Northwest Loop 410 San Antonio, TX	December 6, 2011
DDR MDT MV Lompoc LP	264	1600 North H St. Lompoc, CA	August 30, 2012

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Borrower	Store No.	Real Property Address	Foreclosure Sale Date
DDR MDT MV Madera LP	232	1467 Country Club Dr. Madera, CA	August 30, 2012
DDR MDT MV North Fullerton I LP	249	200 -202 Imperial Hwy. Fullerton, CA	August 30, 2012
DDR MDT MV Palmdale LP	265	1305 West Rancho Vista Blvd. Palmdale, CA	August 30, 2012
DDR MDT MV Redding LP	124	1755 Hilltop Dr. Redding, CA	October 4, 2012
DDR MDT MV Reno LLC	318	6895 Sierra Center Pkwy. Reno, NV	August 23, 2012
DDR MDT MV Santa Maria, LP	219	201 Towncenter West Santa Maria, CA	August 30, 2012
DDR MDT MV Santa Rosa LP	034	600 Santa Rosa Plaza Santa Rosa, CA	October 4, 2012
DDR MDT MV Slatten Ranch LP	321	5849 Lone Tree Way Antioch, CA	August 30, 2012
DDR MDT MV Sonora LP	283	1151 Sanguinetti Rd. Sonora, CA	October 4, 2012
DDR MDT MV Superstition Springs LLC	234	6555 East Southern Ave. Mesa, AZ	July 16, 2012
DDR MDT MV Tucson LLC	103	3660 South 16th St. Tucson, AZ	July 16, 2012
DDR MDT MV Tulare LP	250	1675 Hillman St. Tulare, CA	August 30, 2012

**PROOF OF SERVICE**

**STATE OF CALIFORNIA, CITY AND COUNTY OF SAN FRANCISCO**

*Wells Fargo Bank, N.A. v. DDR MDT MV Anaheim Hills LP, etc. et al.*

*Case No. CV10-3493 EMC*

I am employed in the City and County of San Francisco, State of California. I am over the age of 18 and not a party to the within action; my business address is: Two Embarcadero Center, 5th Floor, San Francisco, California 94111.

On January 24, 2013 I served the document(s) described as

**DECLARATION OF WILLIAM HOFFMAN IN SUPPORT OF MOTION FOR ORDERS:**

- (1) **APPROVING OF RECEIVER'S FINAL ACCOUNTING;**
- (2) **APPROVING OF RECEIVER'S FINAL FEES AND EXPENSES;**
- (3) **DISCHARGING RECEIVER;**
- (4) **EXONERATING RECEIVER'S BOND;**
- (5) **APPROVING TURNOVER OF BOND;**
- (6) **RATIFYING ACTS OF RECEIVER**

in this action addressed as follows:

Stephen Kaus, Esq.  
Cooper, White & Cooper LLP  
201 California Street, 17th Floor  
San Francisco, CA 94111  
Email: skaus@cwclaw.com

- ☒ (TO BE SERVED BY THE COURT VIA NOTICE OF ELECTRONIC FILING (NEF)) Pursuant to the controlling Rules, the aforementioned document(s) will be served by the court via NEF and proper link(s) to the document(s).
- ☒ (BY ELECTRONIC SERVICE) On 1/24/13, I transmitted the aforementioned document(s) as PDF attachments to the aforementioned electronic notification address(es). The transmission originated from my electronic notification address, which is eap@jmbm.com, and was reported as complete and without error.

Executed on January 24, 2013 at San Francisco, California.

I declare under penalty of perjury under the laws of the United States that the above is true and correct.

/s/ Angela Pereira

Angela Pereira